

## Exhibit E

**SCHEDULE 4.8.1**

**ALLOCATION OF PRELIMINARY PURCHASE PRICE**

The Preliminary Purchase Price shall be allocated as follows

		<b><u>Purchase Price Allocation</u></b> <b><u>\$ USD MM</u></b>
1.	AS Catalizadores Ambientales, S.A. de C.V. Sale of Assets	3.6
2.	Shares of Delphi Catalysts South Africa (Proprietary) Ltd. Sale of Shares	4.9
3.	Shanghai Delphi Emission Control Systems Company, Ltd. (China) Sale of Assets	14.0
4.	Delphi Diesel Systems France SAS Sale of Assets	19.3
5.	Delphi Automotive Systems Australia Ltd. Sale of Assets	1.0
6.	All Acquired Assets of Filing Affiliates other than under item 2 above	12.4
7.	Delphi Automotive Systems Pvt. Ltd. Maharashtra, India Sale of Assets	0.4
	<b>Total</b>	<b>55.6</b>